



Audit Committee Charter

1 Applicability

This Audit Committee Charter applies to all members of the Talisman Mining Limited ABN 71 079 536 495 (**Company**) Audit Committee

2 Role

The role of the Audit Committee is to assist the Company's board of directors (**Board**) to meet its oversight responsibilities in relation to the Company's corporate reporting processes.

Ultimate responsibility for the Company's financial statements rests with the full Board.

3 Composition

The Audit Committee will be structured so that it has at least three members, all of whom are non-executive directors and a majority of whom are independent directors. The Chair of the Audit Committee must be an independent director who is not also Chair of the board.

The members of the Audit Committee, between them, must have the accounting and financial expertise and a sufficient understanding of the industry in which the Company operates, to be able to discharge the Audit Committee's mandate effectively.

From time to time, non-Audit Committee members may be invited to attend Audit Committee meetings, if it is considered appropriate.

The Board will review the composition of the Audit Committee annually to ensure it comprises the appropriate balance of skills, knowledge and experience to be able to discharge the committee's mandate effectively.

4 Responsibilities

The Audit Committee will carry out the following responsibilities:

4.1 Corporate reporting

- (a) Review the half-year and annual financial statements presented by management, together with reports and opinions from the external auditor and confirm they reflect the understanding of the Audit Committee members and otherwise provide a true and fair view of the financial position and performance of the Company.
- (b) Review significant accounting and reporting issues and assess the appropriateness of accounting policies and methods chosen by management, particularly those relating to significant accounting estimates and judgements and the assessment of going concern.
- (c) Review recent regulatory and professional pronouncements and understand their impact on the financial statements.
- (d) Review the results of the audit with the external auditor, including significant adjustments, uncorrected misstatements and any difficulties encountered or unresolved disagreements with management.
- (e) Review the appropriateness of disclosures in the financial statements and financial reporting to stakeholders, particularly in regard to estimate and judgments.

- (f) Review all matters required to be communicated to the audit committee under Australian Auditing Standards with management and the external auditor, such as key audit matters for listed companies, significant internal control deficiencies, indications of fraud or corruption and non-compliance with laws or regulations.
- (g) Review management representations, including the Managing Director and Chief Financial Officer declarations regarding the financial report and financial records.
- (h) Provide a recommendation to the Board whether the financial report should be approved, based on a review of the financial statements, note disclosures and other information.
- (i) Review the other sections of the annual report before its release and consider whether the information is understandable and consistent with members' knowledge about the entity and its operations, and is unbiased.
- (j) Review management's process for ensuring that information contained in analyst briefings, investor presentations and press announcements is consistent with published financial information, and is balanced and transparent.
- (k) Ensure that the declaration referred to in Recommendation 4.2 of the Principles and Recommendations is given before the Board approves the Company's financial statements for each half-year and full year.

4.2 External audit

- (a) Assess the quality and effectiveness of the audit conducted and evaluate performance of the auditor.
- (b) Meet with the external auditor at least twice each year, and any other time considered appropriate.
- (c) Review the Company's Procedure for the Selection, Appointment and Rotation of External Auditor set out in the Appendix to this Charter.
- (d) Carry out the functions ascribed to the Audit Committee in the Procedure for the Selection, Appointment and Rotation of the External Auditor.
- (e) With the assistance of the Chief Financial Officer, review with the external auditor the scope and terms of the audit and the audit fee including a review of non-audit services provided by the external auditor.
- (f) With the assistance of the Chief Financial Officer, review the audit plan for coverage of material risks and financial reporting requirements.
- (g) Monitor and review auditor independence and objectivity.
- (h) Establish ongoing communications with the auditors and ensure access to directors and the Audit Committee.
- (i) Review reports from the external auditors (including auditor's reports, closing reports and management letters).
- (j) Discuss with the external auditor matters relating to the conduct of the audit, including any difficulties encountered, any restrictions on scope of activities or access to information, significant disagreements with management and the adequacy of management response.
- (k) Review any proposal for the external auditor to provide non-audit services and whether it might compromise the independence of the external auditor.
- (l) Ensure that the external auditor is given notice of all general meetings and attends the Company's annual general meeting.

4.3 Fraud and internal control

- (a) Consider the impact of the Company's culture on internal control.
- (b) Assess the internal processes for determining and managing key financial risk areas, particularly:
 - (i) compliance with laws, regulations, standards and best practice guidelines, including industrial relations laws;
 - (ii) important judgments and accounting estimates;

- (iii) litigation and claims; and
- (iv) fraud and theft.
- (c) Make recommendations to the Board for improvements (if any) in relation to the internal financial management and financial controls of the Company.
- (d) Obtain and assess management reports on any suspected or actual fraud, theft or breaches of law, and recommend appropriate actions by the Board.
- (e) Address the effectiveness of the internal control, financial risk management and performance management systems with management and the external audit providers.
- (f) Evaluate the processes the Company has in place for assessing and continuously improving internal controls, particularly those related to areas of significant risk.
- (g) Meet periodically with key management and external auditors to understand and discuss the control environment.

4.4 Compliance and ethics

- (a) Consider the impact of the Company's culture on compliance processes.
- (b) Monitor the impact of changes in key laws, regulations, internal policies and Accounting Standards affecting the entity's operations.
- (c) Review the effectiveness of the entity's systems, policies and practices that relate to compliance with laws, regulations, internal policies and Accounting Standards, and the results of management's investigation and follow-up (including disciplinary action) of any instances of non-compliance.
- (d) Obtain regular updates from management and the head of compliance about compliance and ethical matters that may have a material impact on the entity's financial statements, strategy, operations or reputation, including material breaches of laws, regulations, standards and company policies.
- (e) Review and monitor related party transactions.
- (f) Review processes and procedures designed to ensure compliance with the ASX Listing Rules on continuous disclosure.
- (g) Review and, where applicable, approve the policies, processes and framework for identifying, analysing and addressing complaints (including whistleblowing) and review material complaints and their resolution.
- (h) Review the entity's process for communicating the code of conduct to staff and assess the effectiveness of, and compliance with the code.
- (i) Discuss with management whether all regulatory compliance matters of the Company have been considered in the preparation of the financial statements, such as compliance with Accounting Standards and the requirement for the financial statements to reflect a 'true and fair' view.

4.5 Other

Perform such other functions related to this Charter as requested by the Board.

5 Operations

The Audit Committee meets at least twice per calendar year and otherwise as required. The meetings are governed by the same rules set out in the Company's constitution as applicable to other meetings of the Board.

The Board deals with any conflicts of interest that may occur by ensuring that the director with a conflicting interest is not party to the relevant discussions.

6 Authority and resources

The Company will provide the Audit Committee with sufficient resources to undertake its duties, including providing educational information on accounting policies and other financial topics relevant to the Company, to assist the Audit Committee in fulfilling its duties.

The Audit Committee is authorised to:

- (a) seek any information it requires to perform its duties, from any employee of the Company;
- (b) seek explanations and additional information from the Company's external auditors, (with or without management present), when required; and
- (c) obtain, at the Company's expense, external legal or other professional advice on any matter within its responsibilities as set out in this Audit Committee Charter where the Audit Committee considers that necessary or appropriate.

The Audit Committee has the power to conduct or authorise investigations into any matter within its scope of responsibilities.

7 Reporting

The Audit Committee will report regularly to the Board about Audit Committee activities and make appropriate recommendations.

8 Review

The Audit Committee Charter will be reviewed at least annually and updated as required.

Appendix – Procedure for the Selection, Appointment and Rotation of External Auditor

1. The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises, as per the recommendations of the Audit Committee. Any appointment made by the Board is subject to confirmation by shareholders at the next annual general meeting of the Company. In recommending the appointment of an auditor to members, the Board may consider the matters outlined in [Australian Securities and Investments Commission Information Sheet 196 Audit quality: The role of directors and audit committees](#) under the headings “Recommending the appointment of an auditor” and “Assessing potential and continuing auditors”.
2. Candidates for the position of external auditor of the Company must be able to demonstrate complete independence from the Company, and an ability to maintain independence through the engagement period. Further, the successful candidate must have arrangements in place for the rotation of the audit engagement partner in accordance with professional standards as current from time to time, including part 2M.4 Division 5 of the *Corporations Act 2001* (Cth).
3. Other than the mandatory criteria set out in paragraph 2 above, the Board may select an external auditor based on criteria relevant to the business of the Company such as experience in the industry in which the Company operates, references, cost, internal governance processes and any other matters deemed relevant by the Board. The Board may consider the matters outlined in the [Australian Securities and Investments Commission Information Sheet 196 Audit quality: The role of directors and audit committees](#) under the heading “Assessing potential and continuing auditors”.
4. The Audit Committee will review the performance of the external auditor on an annual basis and make any recommendations to the Board. The Audit Committee may refer to the matters outlined in the [Australian Securities and Investments Commission Information Sheet 196 Audit quality: The role of directors and audit committees](#) under the heading “Assessing potential and continuing auditors” when reviewing the performance of the external auditor.